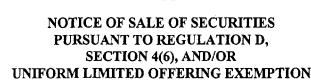
FORM D-SEC

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM D



1132608

OMB AP	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average hours per response	ge burden onse 16.00
SEC US	E ONLY
Prefix	Serial
DATER	ECEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series C Preferred Stock Financing and Warrants to Purchase Series C Preferred Stock	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.)	130 (13) E. S.
Pentadyne Power Corporation Address of Executive Offices (Number and Street, City, State, Zip Code) 20750 Lassen Street, Chatsworth, CA 91311-4507	Telephone Number (Including Area Code) (818) 350-0370
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Developer of Flywheel Power Systems	PROCESSED
Type of Business Organization Corporation Iimited partnership, already formed Iimited partnership, to be formed Other	(please specify): THOMSON
Actual or Estimated Date of Incorporation or Organization: Month Year 9 8	Actual Estimated ate:

GENERAL INSTRUCTIONS

Federal

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

1 of 6

FORM D

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM D

NOTICE OF SALE OF SECURITIES
PURSUANT TO REGULATION D,
SECTION 4(6), AND/OR
UNIFORM LIMITED OFFERING EXEMPTION

OMB API	PROVAL
OMB Number:	3235-0076
Expires:	May 31, 2005
Estimated average	
hours per respon	nse 16.00
SEC USI	ONLY
Prefix	Serial
DATE RE	CEIVED

Name of Offering (check if this is an amendment and name has changed, and indicate change.) Series C Preferred Stock Financing and Warrants to Purchase Series C Preferred Stock	
Filing Under (Check box(es) that apply): Rule 504 Rule 505 Rule 506 Type of Filing: New Filing Amendment	Section 4(6) ULOE
A. BASIC IDENTIFICATION DATA	
1. Enter the information requested about the issuer Name of Issuer (check if this is an amendment and name has changed, and indicate change.) Pentadyne Power Corporation	
Address of Executive Offices (Number and Street, City, State, Zip Code) 20750 Lassen Street, Chatsworth, CA 91311-4507	Telephone Number (Including Area Code) (818) 350-0370
Address of Principal Business Operations (Number and Street, City, State, Zip Code) (if different from Executive Offices)	Telephone Number (Including Area Code)
Brief Description of Business Developer of Flywheel Power Systems	
Type of Business Organization Corporation Ilmited partnership, already formed other	(please specify):
Actual or Estimated Date of Incorporation or Organization: Month Year 9 8	Actual Estimated ate: DE

GENERAL INSTRUCTIONS

Federal:

Who Must File: All issuers making an offering of securities in reliance on an exemption under Regulation D or Section 4(6), 17 CFR 230.501 et seq. or 15 U.S.C. 77d(6).

When To File: A notice must be filed no later than 15 days after the first sale of securities in the offering. A notice is deemed filed with the U.S. Securities and Exchange Commission (SEC) on the earlier of the date it is received by the SEC at the address given below or, if received at that address after the date on which it is due, on the date it was mailed by United States registered or certified mail to that address.

Where To File: U.S. Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549.

Copies Required: Five (5) copies of this notice must be filed with the SEC, one of which must be manually signed. Any copies not manually signed must be photocopies of the manually signed copy or bear typed or printed signatures.

Information Required: A new filing must contain all information requested. Amendments need only report the name of the issuer and offering, any changes thereto, the information requested in Part C, and any material changes from the information previously supplied in Parts A and B. Part E and the Appendix need not be filed with the SEC.

Filing Fee: There is no federal filing fee.

State:

This notice shall be used to indicate reliance on the Uniform Limited Offering Exemption (ULOE) for sales of securities in those states that have adopted ULOE and that have adopted this form. Issuers relying on ULOE must file a separate notice with the Securities Administrator in each state where sales are to be, or have been made. If a state requires the payment of a fee as a precondition to the claim for the exemption, a fee in the proper amount shall accompany this form. This notice shall be filed in the appropriate states in accordance with state law. The Appendix to the notice constitutes a part of this notice and must be completed.

ATTENTION ·

Failure to file notice in the appropriate states will not result in a loss of the federal exemption. Conversely, failure to file the appropriate federal notice will not result in a loss of an available state exemption unless such exemption is predicated on the filing of a federal notice.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

BASIC IDENTIFICATION DATA Enter the information requested for the following: Each promoter of the issuer, if the issuer has been organized within the past five years; Each beneficial owner having the power to vote or dispose, or direct the vote or disposition of, 10% or more of a class of equity securities of the issuer; Each executive officer and director of corporate issuers and of corporate general and managing partners of partnership issuers; and Each general and managing partner of partnership issuers. Executive Officer Director Beneficial Owner General and/or Check Box(es) that Apply: Promoter Managing Partner Full Name (Last name first, if individual) Craig, Paul Business or Residence Address (Number and Street, City, State, Zip Code) C/o Pentadyne Power Corporation, 20750 Lassen Street, Chatsworth, CA 91311-4507 Beneficial Owner Executive Officer Director General and/or Check Box(es) that Apply: ☐ Promoter Managing Partner Full Name (Last name first, if individual) Ananthasubramanian, Anath Business or Residence Address (Number and Street, City, State, Zip Code) C/o Edventure Capital Corporation, C/o DTE Energy, 2000 2nd Avenue, 852 WCB, Detroit, MI 48226 Beneficial Owner Executive Officer Director Check Box(es) that Apply: ☐ Promoter General and/or Managing Partner Full Name (Last name first, if individual) Dittmar, Christofer Business or Residence Address (Number and Street, City, State, Zip Code) C/o MVV Innovationsportfolio AG & Co. KGaA, 03, 11+ 12, 68161, Mannheim, Germany Check Box(es) that Apply: Promoter ☐ Beneficial Owner **Executive Officer** Director General and/or Managing Partner Full Name (Last name first, if individual) Gunderson, Maurice Business or Residence Address (Number and Street, City, State, Zip Code) C/o Nth Power, 50 California Street, Suite 840, San Francisco, CA 94111 Check Box(es) that Apply: Promoter Beneficial Owner Executive Officer Director General and/or Managing Partner Full Name (Last name first, if individual) Craig, Flint Business or Residence Address (Number and Street, City, State, Zip Code) C/o Pentadyne Power Corporation, 20750 Lassen Street, Chatsworth, CA 91311-4507 ☐ Promoter Beneficial Owner ☐ Executive Officer ☐ Director General and/or Check Box(es) that Apply: Managing Partner Full Name (Last name first, if individual) **Nth Power Technologies** Business or Residence Address (Number and Street, City, State, Zip Code) C/o Nth Power, 50 California Street, Suite 840, San Francisco, CA 94111 Check Box(es) that Apply: Promoter Beneficial Owner **Executive Officer** Director General and/or Managing Partner Full Name (Last name first, if individual) Edventure Capital Corporation (aka Edison Development Corp.) Business or Residence Address (Number and Street, City, State, Zip Code) C/o Edventure Capital Corporation, C/o DTE Energy, 2000 2nd Avenue, 852 WCB, Detroit, MI 48226 (Use blank sheet, or copy and use additional copies of this sheet, as necessary)

[Click]

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Check Box(es) that Apply:		Promoter	×	Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)						•		
MVV Innovationsportfolio	AG &	Co. KGaA		·						
Business or Residence Addre	ss (Nu	imber and Stre	et, City	, State, Zip Code)						
03, 11+ 12, 68161, Mannhei	m, Ge	rmany								
Check Box(es) that Apply:		Promoter		Beneficial Owner		Executive Officer		Director		General and/or Managing Partner
Full Name (Last name first, i	f indiv	idual)								
Business or Residence Addre	ss (Ni	ımber and Str	et, City	, State, Zip Code)						
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PALIB2_2905973_1.DOC SEC 1972 (2-97) Page 3 of 6

				Bi		7.4 170701171111111111	ABOUT OF					
1. Has the	issuer sold,	or does the is	suer intend t	o sell, to nor	n-accredited i	investors in t	his offering?			.,	Yes □	No ⊠
								inder ULOE.				
2. What is	the minimu	m investmen	t that will be	accepted fro	om any indivi	dual?	•••••				\$	N/A
3. Does th	e offering pe	ermit joint ov	nership of a	single unit?			•••••				Yes ⊠	No □
4. Enter th	e informatio	n requested fo	or each perso	n who has be	en or will be	paid or giver	, directly or i	ndirectly, any	y commissio	n or similar		
person	or agent of a	broker or dea	ler registered	l with the SE	C and/or with	h a state or st	ates, list the r	f a person to b name of the b	roker or deal	er. If more		
than fiv dealer o		to be listed a	ere associated	persons of	such a broker	or dealer, yo	ou may set fo	rth the inforn	nation for the	at broker or		
Full Name (I		st, if individu	al)					.,	****			
Business or F	Residence Ac	idress (Numb	er and Street	t, City, State	, Zip Code)							
N 64												
Name of Ass	ociated Brok	er or Dealer										
States in Whi	ich Person L	isted Has Sol	icited or Inte	nds to Solic	it Purchasers							
(Check "A	Il States" or	check indivi	duals States)	************			•••••				□ A	l States
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(Click)

Enter the aggregate offering price of securities included in this offering and the total amount already sold. Enter "0" if answer is "none" or "zero." If the transaction is an exchange offering, check this box [] and indicate in the columns below the amounts of the securities offered for exchange and already exchanged. Amount Already Aggregate Offering Price Sold Type of Security Debt..... \$ 20,296,463.04 5,156,410.40 ☐ Preferred Common Answer also in Appendix, Column 3, if filing under ULOE. Enter the number of accredited and non-accredited investors who have purchased securities in this offering and the aggregate dollar amounts of their purchases. For offerings under Rule 504, indicate the number of persons who have purchased securities and the aggregate dollar amount of their purchases on the total lines. Enter "0" if answer is "none" or "zero." Aggregate Number **Dollar Amount** Investors of Purchase 5 Accredited investors. \$ 5,156,410,40 Non-accredited Investors.... Total (for filings under Rule 504 only) Answer also in Appendix, Column 4, if filing under ULOE. If this filing is for an offering under Rule 504 or 505, enter the information requested for all securities sold by the issuer, to date, in offerings of the types indicated, in the twelve (12) months prior to the first sale of securities in this offering. Classify securities by type listed in Part C - Question 1. Type of Dollar Amount Security Type of Offering Rule 505 Regulation A Total ______ a. Furnish a statement of all expenses in connection with the issuance and distribution of the securities in this offering. Exclude amounts relating solely to organization expenses of the issuer. The information may be given as subject to future contingencies. If the amount of an expenditure is not known, furnish an estimate and check the box to the left of the estimate. Transfer Agent's Fees \Box Printing and Engraving Costs..... Legal Fees X 30,000.00 Accounting Fees Engineering Fees Sales Commissions (specify finders' fees separately) Other Expenses (identify) Ø 30,000.00 (1) No cash received upon issuance of warrants to purchase preferred stock; up to \$4,009,831.42 to be received upon exercise of warrants.

OFFERING PRICE, NUMBER OF INVESTORS, EXPENSES AND USE OF PROCEEDS

PALIB2_2905973_1.DOC

Purchase, rental or leasing and installation of machinery and equipment	the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors & Affiliates	the purposes shown. If the amount for any purpose is not known, furnish an estimate and check the box to the left of the estimate. The total of the payments listed must equal the adjusted gross proceeds to the issuer set forth in response to Part C - Question 4.b above. Payments to Officers, Directors & Affiliates Salaries and fees	total expenses furnished in response to	ggregate offering price given in response to Part C - Question 1 as Part C - Question 4.a. This difference is the "adjusted gross		\$ <u>24,276,294.46</u>
Salaries and fees	Salaries and fees	Salaries and fees	the purposes shown. If the amount for left of the estimate. The total of the pa	any purpose is not known, furnish an estimate and check the box to ayments listed must equal the adjusted gross proceeds to the issue	to the	
Purchase, rental or leasing and installation of machinery and equipment	Purchase of real estate	Purchase of real estate			Officers, Directors &	
Purchase, rental or leasing and installation of machinery and equipment	Purchase, rental or leasing and installation of machinery and equipment	Purchase, rental or leasing and installation of machinery and equipment \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Salaries and fees		🗆 \$	\$
Construction or leasing of plant buildings and facilities \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Construction or leasing of plant buildings and facilities \$\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	Construction or leasing of plant buildings and facilities \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	Purchase of real estate		🗆 s	□ \$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$\ \text{Repayment of indebtedness}\$\ \text{Securities of another issuer pursuant to a merger}\$\ \text{Securities of indebtedness}\$\ \text{Securities of another issuer pursuant to a merger}\$\ \text{Securities of securities of another issuer pursuant to a merger}\$\ Securities of Securities of Securities involved in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$\ \text{Supplements of indebtedness}\$\$\$ \$\$\$ \$\$\$ \$\$\$\$ \$\$\$\$ \$\$\$\$\$\$\$\$\$\$\$\$\$\$	Purchase, rental or leasing and installa	ation of machinery and equipment	🗆 \$	\$
Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$\ \text{Repayment of indebtedness}\$\ \text{Securities of another issuer pursuant to a merger}\$\ \text{Securities of indebtedness}\$\ \text{Securities of another issuer pursuant to a merger}\$\ \text{Securities of securities of another issuer pursuant to a merger}\$\ Securities of Securities of Securities involved in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be used in exchange of Signer (Print or Type) Securities involved in this offering that may be used in this offering that may be	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) S	Acquisition of other businesses (including the value of securities involved in this offering that may be used in exchange for the assets or securities of another issuer pursuant to a merger) \$\ \text{Supplements of indebtedness}\$\$\$ \$\$\$ \$\$\$ \$\$\$\$ \$\$\$\$ \$\$\$\$\$\$\$\$\$\$\$\$\$\$	Construction or leasing of plant build	ings and facilities	🗆 \$	\$
Working capital	Working capital	Working capital S27,276,294.4 Other (specify): SS27,276,294.4 Column Totals SS27,276,294.4 Total Payments Listed (column totals added) SS27,276,294.46 D. FEDERAL SIGNATURE the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes and extaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any necondited investor pursuant to paragraph (b)(2) of Rule 502. Super (Print or Type) Signature October 22, 2004 Title of Signer (Print or Type) Title of Signer (Print or Type)	Acquisition of other businesses (inclu	iding the value of securities involved in this offering that may be		
Working capital	Working capital	Working capital S27,276,294.4 Other (specify): SS27,276,294.4 Column Totals SS27,276,294.4 Total Payments Listed (column totals added) SS27,276,294.46 D. FEDERAL SIGNATURE the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes and extaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any necondited investor pursuant to paragraph (b)(2) of Rule 502. Super (Print or Type) Signature October 22, 2004 Title of Signer (Print or Type) Title of Signer (Print or Type)	Repayment of indebtedness		🗆 \$	S
Other (specify):	Other (specify):	Other (specify):		•	•	
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signandertaking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer (Print or Type) Signature Pentadyne Power Corporation Name of Signer (Print or Type) Title of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals added) D. FEDERAL SIGNATURE Succession State Succession State Succession Succession	Total Payments Listed (column totals added) D. FEDERAL SIGNATURE the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes and exchange by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any necessity of the information furnished by the information furnished			•	
Total Payments Listed (column totals added) D. FEDERAL SIGNATURE The issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signed tracking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer (Print or Type) Signature Pentadyne Power Corporation Name of Signer (Print or Type) Title of Signer (Print or Type)	Total Payments Listed (column totals added) D. FEDERAL SIGNATURE ssuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes taking by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any no dited investor pursuant to paragraph (b)(2) of Rule 502. For (Print or Type) Edyne Power Corporation For October 22, 2004 Title of Signer (Print or Type)	Total Payments Listed (column totals added) D. FEDERAL SIGNATURE the issuer has duly caused this notice to be signed by the undersigned duly authorized person. If this notice is filed under Rule 505, the following signature constitutes and exchange by the issuer to furnish the U.S. Securities and Exchange Commission, upon written request of its staff, the information furnished by the issuer to any notice did investor pursuant to paragraph (b)(2) of Rule 502. Super (Print or Type) Signature October 22, 2004 Title of Signer (Print or Type)				
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Pentadyne Power Corporation October 22, 2004 Name of Signer (Print or Type) Title of Signer (Print or Type)	e of Signer (Print or Type) October 22, 2004 Title of Signer (Print or Type)	entadyne Power Corporation October 22, 2004 Title of Signer (Print or Type)	indertaking by the issuer to furnish the U.S. S	gned by the undersigned duly authorized person. If this notice is filed Securities and Exchange Commission, upon written request of its sta 2) of Rule 502.	d under Rule 505, the following aff, the information furnished to	g signature constitutes a
Name of Signer (Print or Type) Title of Signer (Print or Type)	e of Signer (Print or Type) Title of Signer (Print or Type)	ame of Signer (Print or Type) Title of Signer (Print or Type)		Signature		
Flint R. Craig Chief Financial Officer	R. Craig Chief Financial Officer	lint R. Craig Chief Financial Officer	·			
			Pentadyne Power Corporation Name of Signer (Print or Type)			
			Pentadyne Power Corporation Name of Signer (Print or Type)			
			Pentadyne Power Corporation Name of Signer (Print or Type)			
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